UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

OLYMPIA LEVINSON STIEGELE,	
Plaintiff,))
v.))
BERNARD C. BAILEY, PAUL T. PRINCIPATO, PETER NESSEN, THOMAS J. REILLY, DENIS K. BERUBE, B.G. BECK, CHARLES E. LEVINE, and WILLIAM K. AULET,	Case No. 05-10677 (MLW)
Defendants,)
v.))
VIISAGE TECHNOLOGY, INC.,)
Nominal Defendant.)))

TRANSMITTAL AFFIDAVIT OF ALOKNANDA S. BOSE TO DEFENDANTS' REPLY MEMORANDUM IN SUPPORT OF MOTION TO DISMISS VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT

I, Aloknanda S. Bose, depose and state the following:

1. I am an associate with the law firm Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts. I am a member in good standing of the Bar of the Commonwealth of Massachusetts. I am counsel for nominal defendant Viisage Technology, Inc. and defendants Bernard C. Bailey, Paul T. Principato, Peter Nessen, Thomas J. Reilly, Denis K. Berube, B.G. Beck, Charles E. Levine, and William K. Aulet.

- 2. I submit this affidavit on behalf of all the defendants and in support of Defendants' Reply Memorandum in support of their Motion to Dismiss Plaintiff's Verified Shareholder Derivative Complaint in the above-captioned matter.
 - 3. I have attached true and accurate copies of the following documents hereto:
 - a. Attached hereto as Exhibit A, excerpts from Viisage Technology, Inc.'s Form 10-K/A filed with the SEC on July 5, 2005;
 - b. Attached hereto as Exhibit B, Form 4 for Charles E. Levine, filed with the SEC on August 18, 2004, September 15, 2004, October 18, 2004, November 16, 2004, December 17, 2004, and January 20, 2005;
 - c. Attached hereto as Exhibit C, Form 4 for Buddy G. Beck, filed with the SEC on December 30, 2004;
 - d. Attached hereto as Exhibit D, Form 4 for Thomas J. Reilly, filed with the SEC on December 15, 2004; and
 - e. Attached hereto as <u>Exhibit E</u>, Form 4 for Lau Acquisition Corporation, filed with the SEC on December 15, 2004;

Subscribed and sworn to under the pains and penalties of perjury this 26th day of April 2006.

/s/ Aloknanda S. Bose Aloknanda S. Bose, Esq.

4075003v1

EXHIBIT A

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

区	ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
	OF 1934

For the Fiscal Year Ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE **ACT OF 1934**

For the Transition Period from

Commission File Number 000-21559

VIISAGE TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

04-3320515 (I.R.S. Employer Identification No.)

296 Concord Road, Billerica, MA (Address of principal executive offices)

01821 (Zip Code)

Registrant's telephone number, including area code: (978)-932-2200 Securities registered pursuant to Section 12(b) of the Act: None Securities registered pursuant to section 12(g) of the Act: Common Stock \$.001 par value

Indicate by check mark whether the registrant (1) has filed a			
Exchange Act of 1934 during the preceding 12 months (or for suc	h shorter	period that the registrant was re	equired to file such reports), and (2)
has been subject to such filing requirements for the past 90 days.			

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference into Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by a check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). 🗵 Yes 🗆 No

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of June 27, 2005, was approximately \$155 million.

As of June 27, 2005, the registrant had 48,090,780 shares of Common Stock outstanding.

Explanatory Note

Viisage Technology, Inc. (the "Company") is filing this Amendment No. 1 to Form 10-K to amend its Form 10-K for the year ended December 31, 2004, filed with the Securities and Exchange Commission on June 30, 2005 (the "Original Filing"), in order to amend Item 8, "Financial Statements and Supplementary Data" and Item 9A, "Controls and Procedures". Management's report on internal control over financial reporting and the related attestation report of the Company's independent registered public accounting firm included in Item 8 have been amended to explain that the internal controls of three subsidiaries of the Company were not included in such reports, as permitted by the Securities and Exchange Commission, because these entities were acquired by the Company during 2004. The description of the Company's controls and procedures in Item 9A has been amended to include this same disclosure regarding the three excluded subsidiaries.

Except for the matters disclosed in Items 8 and 9A and Exhibits 23.1, 31.1 and 31.2, which are filed herewith pursuant to the requirements of Rule 12b-15 under the Securities Exchange Act of 1934, this Amendment No. 1 to Form 10-K continues to speak as of the date of the Original Filing and does not modify, amend or update in any way the financial statements or any other item or disclosures in the Original Filing.

TABLE OF CONTENTS

		Page
Facing She	eet	1
Table of C	fontents	2
	PART I	
Item 1	Business	3
Item 2	Properties	14
Item 3	Legal Proceedings	14
Item 4	Submission of Matters to a Vote of Security Holders	15
	PART II	
Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	16
Item 6	Selected Financial Data	17
Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	18
Item 7A	Quantitative and Qualitative Disclosures about Market Risk	46
Item 8	Financial Statements and Supplementary Data	47
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	81
Item 9A	Controls and Procedures	81
	PART III	
Item 10	Directors and Executive Officers of the Registrant	83
Item 11	Executive Compensation	86
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	89
Item 13	Certain Relationships and Related Transactions	91
Item 14	Principal Accountant Fees and Services	92
	PART IV	
Item 15	Exhibits and Financial Statement Schedules	93
SIGNATI	URES	98

With respect to the Company's information technology, or IT, systems, the Company:

- Identified gaps in IT policies and procedures as noted above in November 2004;
- Developed a detailed plan to remediate identified deficiencies which was completed in November 2004;
- Completed policy and procedure documentation of all key processes in December 2004;
- Implemented all identified general IT controls in the first quarter of 2005, other than those related to change control and access control of the newly-implemented financial application system and related spreadsheets;
- Plans to complete implementation of all identified general IT controls in 2005; and
- Hired a full-time IT manager with seven years experience who started at the beginning of March 2005.

There were no changes to any reported financial results that have been released by the Company in this or any other filing as a result of these identified deficiencies. The impact of the above conditions was relevant to the fiscal year ended December 31, 2004 only and did not affect the results of this period or any prior period. Management believes that the steps taken to date, along with certain other remediation plans it is currently undertaking, will address the material weaknesses that affected the Company's internal controls over financial reporting in fiscal year 2004. Management will continue with its on-going evaluation and will improve the Company's internal controls over financial reporting as necessary to assure their effectiveness. Notwithstanding, the effectiveness of the Company's system of internal control over financial reporting is subject to certain limitations, including the exercise of management's judgment in evaluating the same. As a result, there can be no assurance that the Company's internal controls over financial reporting will prevent all errors.

Management has evaluated the other internal control processes deemed to be significant for 2004 and has determined that there are no deficiencies in those processes that constitute significant deficiencies or material weaknesses.

In conducting the Company's evaluation of the effectiveness of its internal control over financial reporting, management determined that the internal control over financial reporting of Viisage Technology AG, Trans Digital Technologies Corporation, Imaging Automation, Inc. would be excluded from the fiscal 2004 internal control assessment, as permitted by the Securities and Exchange Commission.

In January 2004, Viisage Technology AG (formerly ZN Vision Technologies AG) was acquired for an aggregate purchase price of approximately \$31.6 million. Viisage AG contributed approximately 2.1% of the Company's total revenue in 2004 and accounted for approximately 1.3% of the total assets at December 31, 2004. In February 2004, Trans Digital Technologies Corporation was acquired for an aggregate purchase price of approximately \$56.6 million. Trans Digital Technologies contributed approximately 36.5% of the Company's total revenue in 2004 and accounted for approximately 8.6% of its total assets at December 31, 2004. In October 2004, Imaging Automation, Inc. was acquired for an aggregate purchase price of approximately \$39.8 million. Imaging Automation contributed approximately 1.1% of the Company's total revenue in 2004 and accounted for approximately 1.7% of its total assets at December 31, 2004. See Note 12 to the consolidated financial statements for further discussion of these acquisitions and their impact on the Company's consolidated financial statements.

The Company's independent registered public accounting firm, BDO Seidman, LLP, has issued an audit report on management's assessment of the Company's internal control over financial reporting, which appears below.

Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

We have audited management's assessment, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting, that Viisage Technology, Inc. did not maintain an effective internal

Case 1:05-cv-10677-MLW

Table of Contents

control over financial reporting as of December 31, 2004, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Management identified two material weaknesses in their internal control processes: the lack of sufficient personnel resources and technical accounting expertise within the accounting function to effect a timely financial close process and effectively evaluate and resolve non-routine and/or complex accounting transactions and the lack of control processes around information technology systems. Management of Viisage Technology, Inc is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control over Financial Reporting, management excluded from their assessment the internal control over financial reporting at Viisage Technology AG ("Viisage AG") which was acquired in January 2004 and whose financial statements reflect total assets and revenues constituting 1.3% and 2.1%, respectively, and Trans Digital Technologies Corporation ("TDT") which was acquired in February 2004 and whose financial statements reflect total assets and revenues constituting 8.6% and 36.5%, respectively, and Imaging Automation, Inc. ("iA") which was acquired in October 2004 and whose financial statements reflect total assets and revenues constituting 1.7% and 1.1%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2004. Accordingly, our audit did not include the internal control over financial reporting at Viisage AG, TDT and iA. See Note 12 to the consolidated financial statements for further discussion of these acquisitions and their impact on the Company's consolidated financial statements.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment: In its assessment as of December 31, 2004, management identified as a material weaknesses the lack of sufficient personnel resources and technical accounting expertise within the accounting function to effect a

FORM 10K/A Case 1:05-cv-10677-MLW Document 18-2 Filed 04/26/2006 Page 7 of Rage 53 of 101

Table of Contents

timely financial close process and effectively evaluate and resolve non-routine and/or complex accounting transactions and the lack of control processes around information technology systems. These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2004 financial statements of Viisage Technology, Inc., and this report does not affect our report dated June 24, 2005 on these financial statements.

In our opinion, management's assessment that Viisage Technology Inc. did not maintain effective internal control over financial reporting as of December 31, 2004 is fairly stated, in all material respects, based on the COSO control criteria. Also, in our opinion, because of the effect of the material weaknesses described above on the achievement of the objectives of the control criteria, Viisage Technology Inc. has not maintained effective internal control over financial reporting as of December 31, 2004, based on the COSO control criteria.

Boston, Massachusetts June 24, 2005

/s/ BDO SEIDMAN, LLP

FORM 10K/A

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Viisage Technology, Inc.:

We have audited the accompanying consolidated balance sheets of Viisage Technology, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, changes in shareholders' equity and comprehensive loss and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 8, eight putative class action lawsuits were filed in the United States District Court for the District of Massachusetts against the Company and certain of its officers and directors, alleging violations of the federal securities laws arising out of purported misrepresentations in the guidance provided by the Company on its anticipated financial results for fiscal 2004 following the release of the Company's 2004 second and third quarter results, which allegedly artificially inflated the price of the Company's stock during the period May 3, 2004 through March 2, 2005. The Company is not able to estimate the amount of the loss allegedly suffered by members of the putative class or the amount of legal costs and internal efforts associated with defending itself and its officers and directors. If the Company is unsuccessful in defending itself in this litigation, these lawsuits could adversely affect its business, financial condition, results of operations and cash flows as a result of the damages that the Company would be required to pay. See Note 8 for further information.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Viisage Technology, Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2004, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission and have issued our report thereon dated June 24, 2005 which expressed an unqualified opinion on management's assessment that Viisage Technology, Inc. did not maintain effective internal control over financial reporting as of December 31, 2004, and an adverse opinion on the Company's effectiveness of internal control over financial reporting as of December 31, 2004.

/s/ BDO SEIDMAN, LLP

Boston, Massachusetts June 24, 2005

EXHIBIT B

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Expires:	January 31, 2008							
Estimated aver	age burden							
hours per	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

							npun,	MUI UI																			
	nd Address o NE CHAR	• •	erson	*		<u>AGE</u>				ding Symb OGY IN		Issue (Chec	ck all applica		Person(s) t												
	(First) SAGE TEO NCORD R	CHNOLOG		NC.	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004								X Director 10% C Officer (give (specifitle below) below)														
(Street) BILLEF	RICA MA	Million & A / Luck	1821 ip)			nendmer /Day/Ye		e of Or	iginal	Filed	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person																
	(on-Deriva	tive Se	curitias	Acan	ired D	ienne	ed of or	ana?	ficially C	wned		 												
Table I - Non-Deriv 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y				nsaction	2A. Exe	Deemed cution Da	ate,	3. Transa Code (8)	ction	4. Securi	ies A	cquired d Of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownersi Form: Direct (E or Indire (I) (Instr.	Benefic Owners ct (Instr. 4	ect cial ship											
	Common Stock(1)							Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (instr. 3 and 4)	1	*/												
Commor	Common Stock (1) 08/16/200							s		1,500	D	\$5.53	57,545	D													
				Т	able II -	Derivat	ive Se	curitie	s Ace	quired, Dis	spos	ed of, or	Beneficially securities)	Owned													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transactic Date (Month/Day/		3A. Deen Executio if any (Month/D	n Date,	4. Transa Code (action	5. Numb of Derive Secur Acqui (A) or Dispo of (D) (Instr.	er ative ities ired sed	6. Date Ex Expiration (Month/Da	ercis Date	able and	7. Title and of Securiti Underlying Derivative (Instr. 3 and	es J Security	8. Price of Derivative Security (Instr. 5)	9. N of der Sec Ber Ow Fol Rep Tra (s)											
						Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares													
Stock Option (Right to Buy)	\$5.45	02/23/20	04			A			0	02/23/200	4 0	2/23/2014	Common Stock	10,000	\$0	1											
Stock Option	\$3.81	02/25/20	03			А														0	02/25/200	3 0	2/25/2013	Common Stock	10,000	\$0	
Stock Option	\$6.16	02/20/20	02			Α			0	02/20/200	2 0	2/20/2012	Common Stock	10,000	\$0	1											
Stock Option	\$2.34	08/01/20	01			Α			0	08/01/200	1 0	8/01/2011	Common Stock	4,167	\$0												
Stock Option	\$0.844	01/02/20	01			А			0	01/02/200	1 ()	1/01/2011	Common Stock	5,833	\$0												
	F			ì			1									1											

SEC FO	Case 1:0	05-cv-10677	-MLW D	ocun	nent 18-	3	Filed 0	4/26/200	06 P	age 3 o	Pagg 2 c	of 2
Option	\$ 5	04/25/2000		Α		0	05/12/2003	04/25/2010	Stock	15,000	\$ 0	1
Stock Option	\$1.1875	05/28/1999		Α		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	·
Stock Option	\$4.4375	05/12/1998		А		0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact 08/

08/18/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated aver	age burden
hours per	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

					,	• • •											
	i. Name and Address of Reporting Person* LEVINE CHARLES E (Last) (First) (Middle)									ding Symbo OGY IN		Issuer	k all applica	, -	Person(s) t		
	(First) SAGE TEO NCORD R	CHNOLOG	3Υ, Π	NC.	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2004								Officer (giv		Other (specify below)		
gargeragesy, sangers yearings on	RICA MA		821		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State	`		an Darive	ativo Soc	urítice	A cau	ired D	íenne	ad of or l	ana?	ficially O	wned				
Table I - Non-Deriv 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y				insaction	2A. 1 Exec ar) if an	<u>`</u>	3. Transa Code (8)	etion	4. Securit (A) or Dis (Instr. 3,	ies A pose	cquired d Of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownerst Form: Direct (E or Indire (I) (Instr.	Benefic Owners ct (Instr. 4	ect cial ship		
	Common Stock (1)							Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (Instr. 3 and 4)	1'''			
Commo	Common Stock (1) 09/15/200			15/200	4			s		1,500	D	\$7.05	56,045	D			
				ן	ſable II -	Derivat (e.g., pu	ive Se	curitie	s Ac	quired, Dis	spos	ed of, or	Beneficially securities)	/ Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security 3. Transac (Month/Da			3A. Deer Execution If any (Month/I		4. Transa Code (8)		5. Number of Derive Secur Acque (A) or Dispo of (D) (Instrand 5	ative rities ired sed	6. Date Ex Expiration (Month/Da	Date		7. Title and of Securiti Underlying Derivative (Instr. 3 ar	es } Security	8. Price of Derivative Security (instr. 5)	9. N of der Sec Ber Ow Fol Rep Tra (s)	
						Code	V	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	\$5.45	02/23/20	04	-		A			0	02/23/200	4 0	2/23/2014	Common Stock	10,000	\$0		
Stock Option	\$3.81	02/25/20	03			А			0	02/25/200	3 (2/25/2013	Common Stock	10,000	\$0		
Stock Option	\$6.16	02/20/20	02			А			0	02/20/200	2 (2/20/2012	Common Stock	10,000	\$0		
Stock Option	\$2.34	08/01/20	01			А			0	08/01/200	1 (8/01/2011	Common Stock	4,167	\$0		
Option	1					-	1	- 1					1		I	T-	
Stock Option	\$0.844	01/02/20	01			Α			0	01/02/200	1 0	1/01/2011	Common Stock	5,833	\$0		

SEC FO	BASE 1:0	05-cv-10677	7-MLW D	ocun	nent 18-	3	Filed 0	4/26/200)6 P	age 5	Page 2 c	of 2
Option	\$5	04/25/2000		Α	The second secon	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999		А		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	,
Stock Option	\$4.4375	05/12/1998		Α	***************************************	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	l

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

** Signature of Reporting

09/15/2004

Attorney-In-Fact

Date

Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated aver	rage burden
hours per	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

								, , , , , , , , , , , , , , , , , , , ,	,,,,,									
	ind Address o		erson	* 		AGE				ding Symb OGY IN		Issue	lationship of r ck all applica		Person(s) (to		
	(First) SAGE TEO	CHNOLOG	,	NC.	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2004								X Director 10% Officer (give (spe title below) belo					
(Street)	RICA MA	en-med ev-m (ev-m) ne e-manului ses sen esh nye seshen h	1821			mendmer n/Day/Ye		e of Or	iginal	Filed		6. Individual or Joint/Group Filing (Che Applicable Line) X Form filed by One Reporting Person Form filed by More than One						
(City)	(State												Reporting Person					
4 T'M - 4	Carreite Gara			on-Deriva		curities Deemed		ired, D	ispos	ed of, or l)wned 5. Amount	T ₆ .	7, Natu			
1. True of	. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y				Exe ar) if a	ecution Da	ate,	Transa Code (8)		4. Securit (A) or Dis (Instr. 3,	pose	d Of (D)	of Securities Beneficially Owned Following	Owners Form: Direct (E or Indire (i) (instr	hip of Indir Benefic O) Owners oct (Instr. 4	rect cial ship		
	Common Stock (1)							Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (instr. 3 and 4)	1	. 49)			
Commo	Common Stock (1) 10/15/20		/15/2004	4			S		1,500	D	\$6.42	54,545	D					
				T	able II	- Derivat (e.g., pı	ive Se uts, ca	curitie	s Ace	quired, Dis s, options	soq 100 ,	ed of, or	Beneficially securities)	/ Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day/						5. Number of Derive Secur Acqui (A) or Dispo of (D) (Instr.	ative rities ired sed	6, Date Ex Expiration (Month/Da	Date	,	7. Title and of Securiti Underlying Derivative (Instr. 3 and	es J Security	8. Price of Derivative Security (Instr. 5)			
						Code	v	(A)	(D)	Date Exercisab		≣xpiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5,45	02/23/200	04	,		А			0	02/23/200	4 0	2/23/2014	Common Stock	10,000	\$0			
Stock Option	\$3.81	02/25/20	03			Α	***************************************		0	02/25/200	3 0	2/25/2013	Common Stock	10,000	\$0			
Stock Option	\$6.16	02/20/20	02			А	and the second s		0	02/20/200	2 0	2/20/2012	Common Stock	10,000	\$0			
Stock Option	\$2.34	08/01/20	01			A			0	08/01/200	1 0	8/01/2011	Common Stock	4,167	\$0			
Stock Option	\$0.844	01/02/20	01			А			0	01/02/200	1 0	1/01/2011	Common Stock	5,833	\$ 0			
Option							j	F	1									

SEC FO	BMse 1:0	05-cv-10677	7-MLW D	ocun	nent 18-	3	Filed 0	4/26/200)6 P	age 7	Page 2 c	of 2
Option	\$ 5	04/25/2000		Α		0	05/12/2003	04/25/2010	Stock	15,000	\$ 0	I
Stock Option	\$1.1875	05/28/1999		A		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	
Stock Option	\$ 4.4375	05/12/1998		Α		0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

10/18/2004

Attorney-In-Fact

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated aver	age burden
hours per	0.5

]	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b)
---	---

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

LEVI	NE CHAR	LES E	and the second by	2. Issuer Name and Ticker or Trading Symbol VIISAGE TECHNOLOGY INC [VISG]								ationship of r k all applica Director		10% Owne		
i e	(First) ISAGE TEC NCORD R	CHNOLOG	,			e of Earlio /2004	est Tra	ansacti	ion (M	onth/Day/\	(ear)		Officer (give Oth title below) spel belo			
(Street) BILLEI	RICA MA (State) (Z	821 ip)	n dien a von die residen	(Month	nendmer /Day/Ye	ar)					Applio X	ividual or Jo cable Line) Form filed Person Form filed Reporting	by One R	eporting	ok .
1. Title of	Security (ins		2. Tra Date	on-Deriva	2A. Exe	Deemed cution Da	ate,	3. Trans: Code 8)	action	4. Securi (A) or Dis (Instr. 3,	ties A	cquired d Of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownersi Form: Direct (E or Indire (I) (instr.	Benefic Owners ot (Instr.	rect cial ship
								Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (Instr. 3 and 4)			
Commo	n Stock (1)		11/	15/2004	ļ			S		1,500	D	\$6.84	53,045	D		
				Т	able II								Beneficially securities)	/ Owned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day/		3A. Deen Executio if any (Month/D	n Date,	4. Transa Code (8)		5. Numl of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired r osed)	6. Date Ex Expiration (Month/Da	Date)	of Securities		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Owi Foil Rep Trai (s) I
						Code	٧	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/200	04			А			0	02/23/200	4 0	2/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/200)3			Α			0	02/25/200	3 0	2/25/2013	Common Stock	10,000	\$0	ł
Stock Option	\$6.16	02/20/200	02			А			0	02/20/200	2 0	2/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/200	01			А			0	08/01/200	1 C	8/01/2011	Common Stock	4,167	\$ 0	
Stock Option	\$0.844	01/02/200) i			Α			0	01/02/200	1 0	1/01/2011	Common Stock	5,833	\$ 0	
Stock													Common			

SEC FO	CASE 1:0	05-cv-10677	7-MLW D	ocun	nent 18-	3	Filed 0	4/26/200)6 P	age 9	Page 2 c	of 2
Option	\$5	04/25/2000		Α		0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999		A		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	,
Stock Option	\$4.4375	05/12/1998		А		0	05/13/2002	05/12/2008	Common Stock	19,970	\$ 0	1

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

11/16/2004 Attorney-In-Fact

** Signature of Reporting

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL	1
OMB Number:	3235-0287	l
Expires:	January 31, 2008	l
Estimated aver	rage burden	l
hours per response	0.5	

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

LEVIN (Last) C/O VII 296 COI	nd Address o IE CHAR (First) SAGE TEC NCORD RO	NC.	2. Issuer Name and Ticker or Trading Symbol VIISAGE TECHNOLOGY INC [VISG] 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)							Issuel (Chec X	k all applica	e int/Group by One Re	10% Owne Other (specify below) Filing (Chec	ſ			
(City)	(State)) (Z	ip)											Reporting			
		Table	el-No	n-Deriva	ative	Secu	urities .	Acqu	ired, D	ispos	ed of, or l	3ene	ficially O	wned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/					ar) i	Execι if any	eemed ution Da th/Day/Y		3. Transa Code (8)				d Of (D)	5. Amount of Securities Beneficially Owned Following	6, Ownerst Form: Direct (E or Indire (I) (Instr.	Benefic Owners ct (Instr. 4	ect ial ship
									Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (Instr. 3 and 4)	1	7/	
Commor	Stock (1)		12/	15/200	4				S		1,500	D	\$8.34	51,545	D		
				ד	able	- - (8	erivati e.g., pu	ive Se	curitie	s Acc	quired, Dis s, options	spos	ed of, or vertible	Beneficially securities)	Owned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day/		3A. Deer Execution if any (Month/I	n Dat	´	4. Transa Code (8)		5. Numb of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5	ative ities red sed	6. Date Ex Expiration (Month/Da	Date	!	7. Title and of Securiti Underlying Derivative (Instr. 3 and	es I Security	8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Owi Foll Rep Trai
						Code	V	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	\$5.45	02/23/20	04				A		-	0	02/23/200	4 0	2/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$ 3.81	02/25/20	03				Α			0	02/25/200	3 0	2/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/20	02				Α			0	02/20/200	2 0	2/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/20	01				Α			0	08/01/200	1 0	8/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/20	01				Α			0	01/02/200	1 0	1/01/2011	Common Stock	5,833	\$0	
Stock														Common			

SEC FO	BAS # 1:0	5-cv-10677	-MLW D	ocum	ent 18-3	3	Filed 04	1/26/200	6 Pa	age 11	Page32 c	of 2
Option	\$ 5	04/25/2000		Α	APPRARISES AND SECTION	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999		Α		0	05/08/2000	05/28/2009	Common Stock	4,166	\$ 0	,
Stock Option	\$4.4375	05/12/1998		A		0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,
Attorney-In-Fact

12/17/2004

** Signature of Reporting

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL	۱
OMB Number:	3235-0287	
Expires:	January 31, 2008	
Estimated aver	rage burden	
hours per response	0.5	

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

					7 to-	uor Nama		Tiolson -	r Tra	dina Cumt		5 D-'	ationship of	Donortina	Doreon/e\	
	nd Address o IE CHAR		Person	*	<u>VII</u>	suer Name <u>SAGE ´</u> SG]						Issuer (Chec	k all applical		10% Owne	
	(First) SAGE TEC	CHNOLOG		1		ate of Earlie 8/2005	est Tra	ansactio	on (M	onth/Day/\	/ear)	X	Director Officer (giv		Other (specify below)	
(Street) BILLER (City)	ICA MA		821		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Che Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(ONJ)	(~:~;			n-Deriva	ative S	Securities	Acau	ired. D	ispos	ed of, or i	Bene	ficially O	wned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/					2/ E: ar) if	A. Deemed xecution Da any Month/Day/Y	ıte,	3. Transa Code (8)				cquired d Of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownersh Form: Direct (C or Indire (I) (Instr.	Benefic Owners ct (Instr. 4	ect cial ship
								Code	٧	Amount	(A) or (D)	Price	Reported Transaction (s) (Instr. 3 and 4)	1		
Common	Stock (1)		01/	18/200:	5			s		1,500	D	\$7.82	50,045	D	, i	
				T	able l								Beneficially securities)	/ Owned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day/	- I	3A. Deer Execution if any (Month/D				5. Number of Derive Secur Acqui (A) or Dispo of (D) (Instr.	ative rities ired sed	6. Date Ex Expiration (Month/Da	Date	}	7. Title and of Securiti Underlying Derivative (Instr. 3 and	es } Security	8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Owi Foll Rep Trai (s) (
						Code	V	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/20	04			A			0	02/23/200	14 0	2/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/20	03			Α			0	02/25/200	3 (2/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/20	02			А			0	02/20/200	2 (2/20/2012	Common Stock	10,000	\$ 0	1
Stock Option	\$2,34	08/01/20	01			Α			0	08/01/200)1 (8/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/20	01			Α			0	01/02/200	1 (1/01/2011	Common Stock	5,833	\$0	
Stock											T		Common			

SEC FO	PMe 1:0	5-cv-10677	-MLW Do	ocum	ent 18-3	3	Filed 04	1/26/200	6 Pa	age 13	Bage32 c	of 2
Option	\$ 5	04/25/2000		Α		0	05/12/2003	04/25/2010	Stock	15,000	\$ 0	1
Stock Option	\$1.1875	05/28/1999		А		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	
Stock Option	\$4.4375	05/12/1998		А	·	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact 01/20/2005

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Case 1:05-cv-10677-MLW Document 18-4 Filed 04/26/2006 Page 1 of 3

EXHIBIT C

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Expires:	January 31, 2008								
Estimated ave	rage burden								
hours per	0.5								

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

1. Name and Address of Reporting Person* BECK BUDDY G (Last) (First) (Middle)						Name an NGE TI				Issue (Che	elationship of er eck all applica Director	ble)	10% Owne			
TECHNO 1215 JEI	(First) ANS DIGI OLOGIES FFERSON	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2004								Officer (giv	/e	Other (specify below)				
(Street) ARLING		4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group File Applicable Line) X Form filed by One Rep Person Form filed by More that Reporting Person										porting	:k			
(0.0)	(State)		(Zip) ble I - No	n-Deriva	itive Sec	urities Ac	quired,	, Disp	ose	d of, or E	Bene	ficially	Owned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year					if any	med on Date, 'Day/Year)		action (Instr.	(A	Securities) or Dispo nstr. 3, 4 a	sed	Of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownershi Form: Direct (D) or Indirec	Benefici Owners	ial hip
							Code	٧	Α	∖mount	(A) or (D)	Price	Reported Transaction (s) (Instr. 3 and 4)	(I) (Instr. 4)) 	
Common	Stock (1)		12/29	/2004			Prog.		50	00,000	D	\$0	5,217,873	D		
Common	ı Stock												500,000	Ī	Truste of Buddy and Charlo Beck Trust	/
				T	able II - I)	Derivative e.g., puts	Secur , calls,	ities A warra	\cqı ınts,	uired, Dis , options	pos , co	ed of, o	r Beneficiall e securities)	y Owned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	(Month/Day/Year) if any			Date, Transaction Number Expiration Code (Instr. of (Month/Date)					Date	}	7. Title an of Securit Underlyin Derivative (Instr. 3 an	ies g Security	8. Price of Derivative Security (Instr. 5)	9. 1 of del Sei Be Ow Fol Re Tra (s)
			:			Code	V (A) (D) E	Date Exercisab		Expiratio Date	n Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5,45	-					***************************************	*****		02/23/200	4 (02/23/201	4 Common Stock	10,000		

SEC FORM to 1:05-cv-10677-MLW

Document 18-4

Filed 04/26/2006

Page 3 Page 2 of 2

1. Shares deposited into charitable trust of which Mr. Beck and his wife are the trustees.

Charles J. Johnson, Attorney-In-Fact

12/30/2004 ** Signature of Reporting

Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Case 1:05-cv-10677-MLW Document 18-5 Filed 04/26/2006 Page 1 of 3

EXHIBIT D

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated ave	rage burden
hours per	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

İ	ind Address o		2. Issuer Name and Ticker or Trading Symbol VIISAGE TECHNOLOGY INC [VISG]									r	nship of F		erson(s) to			
	(First) SAGE TEO	CHNOLOG	-		3. [Date o		est Tra	nsactior	ı (Moi	nth/Day/Ye	ar)	X	0:	irector fficer (give le below)	, C	0% Owner other specify elow)	
(Street) BILLEF	RICA MA			endmen Day/Yea		e of Orig	inal F	iled			cabl Fo Po Fo	e Line) orm filed b erson	y One Rep y More tha					
		Table	I - No	n-Deriva	ative	Sec	urities .	Acqui	red, Dis	pose	d of, or B	enef	icially C)wn	ed			┫
1. Title of Security (Instr. 3) 2. Transactio Date (Month/Day/Y					on 2A. Deemed Execution Date,					Fransaction Acquired (A) Code (Instr. Disposed Of))	5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I) (instr. 4	Beneficia Ownersh (Instr. 4)	ct al nip
						1			Code	v	Amount	(A) or (D)	Price	Re Tra (s)	llowing ported ansaction (Instr. 3 d 4)	(i) (instr. 4	/	
Commo	n Stock		12.	/13/200)4				S		10,000	D	\$8.7	1	7,577	D		
					Tabl	le II -	Deriva	tive S	ecuritie:	s Acc	uired, Dis s, options	pos	ed of, o	r Be	eneficially curities)	Owned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) if any			med on Date, Code (Instr. 8)			5. Num of Derivat Securit Acquire (A) or Dispos of (D) (Instr. 3 and 5)	ber Ive ies ed	6. Date Ex Expiration (Month/Da	able and			g Security	8. Price of Derivative Security (Instr. 5)			
							Code	٧	(A)	(D)	Date Exercisat		Expiration Date	on	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/200)4				Α		10,000		02/23/200	04	02/23/20	14	Common Stock	10,000	\$ 0	
Stock Option (Right to Buy)	\$3,81	02/25/200	02/25/2003			А				0	02/25/2003 0		02/25/2013		Common Stock	10,000	\$ 0	
Stock Option (Right to Buy)	\$6.16	02/20/200)2				Α			0	02/20/200)2	02/20/20	12	Common Stock	10,000	\$0	
Stock Option (Right to Buy)	\$2.34	08/01/200)]				Α			0	08/01/200)1 +	08/01/20	11	Common Stock	4,167	\$0	

SECFO	¹ Case 1:	:05-cv-1067	7-MLW [Docui	ment 18-5		Filed 04	4/26/200	6 Pa	age 3 c	alge ∠ 01	[Z
Stock Option (Right to Buy)	\$0.844	01/02/2001		A		0	01/02/2001	01/02/2011	Common Stock	5,833	\$0	
Stock Option (Right to Buy)	\$ 5	04/25/2000		A		0	04/25/2000	04/25/2010	Common Stock	15,000	\$0	
Stock Option (Right to Buy)	\$1.19	05/08/2000		Α		0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	
Stock Option (Right to Buy)	\$12.5	05/15/2002		А		0	05/15/2002	05/21/2007	Common Stock	15,000	\$0	
Stock Option (Right to Buy)	\$2.96	05/27/1999		А		0	05/27/1999	06/17/2006	Common Stock	16,330	\$0	

Charles J. Johnson, Attorney-in-fact

12/15/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for procedure.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Case 1:05-cv-10677-MLW Document 18-6 Filed 04/26/2006 Page 1 of 3

EXHIBIT E

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated aver	rage burden
hours per response	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* LAU ACQUISITION CORP (Last) (First) (Middle) 30 MONUMENT SQUARE, SUITE 220					Issuer Name and Ticker or Trading Symbol VIISAGE TECHNOLOGY INC [VISG] Date of Earliest Transaction (Month/Day/Year) 12/13/2004								Relationship of Reporting Person(s) Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Officer (specify below)						
(Street)	PRD MA	an alam a' fanga brakkiba a 1	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Gr Applicable Line) X Form filed by Original Filed Person Form filed by Mr Reporting Person									ne Reporting							
		Tab					Acqı		Dispo	sed of, or					6.				
1. Title of	Security (Ins	str. 3)	Date	saction a/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transa Code (8)		4. Securit (A) or Dis (Instr. 3, 4	1 Of (D)				nership m: ect (D) ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	٧	Amount	(A) or (D)	Price	Reporte Transa (s) (Inst and 4)	ed ction		instr. 4)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Common	Stock		12/1	3/2004				S		70,000	D	\$8.67	5,565	,592		D	'		
Commor	Stock (1)		12/1	3/2004				J		3,000	D	\$6	5,562	,592		D			
Commor	Stock (1)		12/1	3/2004				J		3,000	D	\$6.15	5,559	,592		D			
Commor	Stock (1)		12/1	3/2004				j		1,000	D	\$2.13	5,558	,592		D			
Commor	Stock		12/1	5/2004				S		25,000	D	\$8.25	5,533	,592		D			
	,			Tab	ie II - Dei (e.ç	rivative 3., puts	Sec , call	urities s, war	Acqu rants,	ired, Disp options,	osec	l of, or Be ertible se	eneficia curities	ally Ov s)	vne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion Date Exercise (Month/Day/Year) rice of erivative		3A. Deer Execution if any (Month/E	med 4.			of Deri Secu Acq (A) o Disp of (E	vative urities uired or oosed o) tr. 3, 4	6. Date Exer Expiration D (Month/Day/		e	 		8. Price Derivati Security (Instr. 5				
						Code	V	(A)	(D)	Date Exercisal		Expiration Date	Title	Amou or Numb of Share	er				

Explanation of Responses:

Charles J. Johnson

12/15/2004

** Signature of Reporting

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

^{1.} Sale pursuant to option exercise under Lau Technologies Incentive Compensation Plan

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.